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GUPTON & GUPTON ACCOUNTANTS

11127 LEM TURNER ROAD

JACKSONVILLE FL 32218

(904) 764-2456

NOVEMBER 20, 1998

Office of the Secretary of State
Corporate Division
Capitol Building
Tallahassee, FL 32304

Re: R. P. M. CUSTOM LEATHER DESIGNS, INC.

600002695356-6
-11/24/98-01057-002
*****75.00 *****75.00

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation. The certificate designation the Resident Agent of the captioned corporation with our check in the amount of \$75.00 for filing same.

If there are any technical errors or omissions, please call me collect (904) 764-2456. I will then verbally authorize any necessary changes to make this document comply with your requirements.

Please acknowledge the copy and return to me.

Thank you for your usual prompt attention to this matter.

Respectfully,


C. J. Gupton

EFFECTIVE DATE
11-20-98

FILED
98 NOV 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BMC
12-1-98

ARTICLES OF INCORPORATION

OF

R. P. M. CUSTOM LEATHER DESIGNS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name and Business Address

Section 1.1 Name. The name of the corporation is **R. P. M. CUSTOM LEATHER DESIGNS, INC.** The business address of the corporation is 11127 Lem Turner Road, Jacksonville FL 32218.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledge, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays. After they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This Corporation is organized for the purpose of transaction any or all lawful business permitted under the Laws of the United States and of the State of Florida. Specifically practicing custom leather designs.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 300 shares of common stock having a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-20-98

Section 4.2. Restrictions on Transfer of Stock. The Shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger. The approval of two-thirds of the outstanding shares of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

Section 5.1. Name and Address. The Street address of the initial registered office of this corporation is 11127 Lem Turner Road, Jacksonville, FL 32218, and the name of the initial registered agent of this corporation at that address is C. J. Gupton.

ARTICLE VI

Directors

Section 6.1. Number. This corporation shall have one director initially. The number of director may be increased from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and street address of the member of the first board of directors of the corporation is:

NAME

C. J. Gupton

ADDRESS

11127 Lem Turner Road
Jacksonville, FL 32218

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.2. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provides that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

C. J. Gupton
11127 Lem Turner Road
Jacksonville, Fl 32218

ARTICLE IX

Special Provision

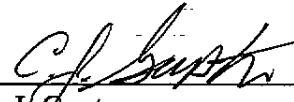
Section 9.1. Special provision. It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE X

Amendment

Section 10.1. Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

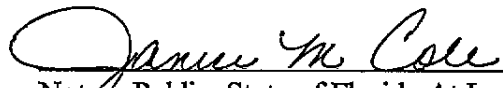
IN WITNESS WHEREOF, the incorporator has executed these Articles the 20 day of November 1998.


C. J. Gupton

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20 day of November, 1998.


Notary Public, State of Florida At Large

My Commission Expires:



JANICE M COLE
My Commission CC584889
Expires Jun. 20, 2000

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statute Sections 48.091 and 607.034, the following is submitted:

R. P. M. Custom Leather Design, Inc. desiring to organize or qualify under the laws of the State of Florida, hereby designates C. J. Gupton as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 11127 Lem Turner Road, Jacksonville, FL 32218.


C. J. Gupton

DATED: November 20, 1998

FILED
98 NOV 24 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

C. J. Gupton

DATED: 